

*Mason Shinn Energy, Inc.
101 Cambridge Place
Bridgeport, W. Va. 26330.*

AMENDED DECLARATION AND NOTICE OF POOLED UNIT

ALTON W. STERN UNIT

This Declaration and Notice of Pooled Unit is dated March 17, 2010, but is executed to be effective as of February 11, 2008, by the undersigned parties, who collectively own the leasehold estates created under those certain oil and gas leases and any renewals, extensions, ratifications and amendments thereof which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes (the "Leases"), or who are the owners of an interest in the oil and gas estate in the lands described in the Leases, who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the Leases and oil and gas estates herein described.

RECITALS

WHEREAS, an Amended Declaration and Notice of Pooled Unit was previously recorded, this Amended Declaration and Notice of Pooled Unit is being filed to correct scrivener errors as to leasehold and acreage included in the unit.

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land and leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and oil and gas estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned to efficiently and effectively develop the oil and gas rights within such unit.

WHEREAS, Chesapeake Appalachia, L.L.C. is the Operator of the gas well(s) in the pooled unit and executes this document on behalf of itself and as agent for all interest owners in the leases to the extent that they do not separately join in the execution hereof.

NOW, THEREFORE, in order to establish and provide proper notice for the creation of the hereinafter described unit, the undersigned hereby declare as follows:

1. Declaration of Unit: In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the oil and gas estates therein, to the extent necessary to form and create a pooled unit as described below. Production from the unit shall be allocated among all of the Leases and tracts within the unit in the proportion that the number of surface acres of each lease and tract included within the unit bears to the total number of surface acres in the unit, as described in Exhibit "A".
2. Unit Name: The pooled unit created hereby shall be known as the "Alton W. Stern Unit" ("the Unit").

3. Description of Unit: The Unit shall consist of **553.308957 acres**, more or less, being all or a portion of the Leases listed on Exhibit "A" INsofar AND ONLY INsofar as the Leases fall within the boundary more particularly described and depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes. This Declaration and Notice of Pooled Unit covers all production from the lands described on Exhibit "A" and Exhibit "B" which is produced from any well drilled within the Unit.
4. Effect of Pooled Unit: The effect of this Declaration and Notice of Pooled Unit shall be that operations and/or production (or the equivalent as in the case of shut-in payments) anywhere within the Unit shall be deemed to be operations and/or production on each separate tract sufficient to extend and maintain each included lease in the Unit.
5. Right to Amend: The undersigned hereby expressly reserve the right, from time to time, to amend this Declaration and Notice of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the Unit, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit; (ii) to include in the Unit additional lands and oil and gas leases, or interests in the lands described therein, covering interests in the Unit, which are secured or obtained subsequent to the date hereof, or prior to the date hereof and not included and described herein; (iii) to include in the Unit full or undivided interests in the Unit which are not otherwise included herein by the respective owner of such full or undivided interests; and (iv) to change the allocation of oil and gas production attributable to the various lands, leases and owners thereof to conform with (i) – (iii) above.
6. Dissolution of Unit: The Unit formed hereby may be dissolved by Chesapeake Appalachia, L.L.C., acting as the Operator of the Unit, with the consent of the undersigned, at any time by filing an appropriate instrument of record in Marshall County, West Virginia, after any failure to establish unit production or after cessation of operations upon the Unit.
7. Binding upon Assigns and Successors: This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns, and successors in interest of all parties.
8. Counterparts: This document may be executed in one or more counterparts, each of which will be deemed to be an original for all purposes and all of which, when taken together, will be deemed to constitute one and the same document as if all signatures were included therein. The failure of one or more of the signatory parties listed below to execute this instrument or a counterpart thereof shall not in any manner affect the validity of same as to the parties who do execute this instrument.
9. Effective Date: This Unit shall remain in force from the effective date listed hereinabove and for as long as oil and gas are being produced from the Unit, or so long as the Leases are maintained in force and effect by payment or tender of shut-in royalties, or by other means, in accordance with the terms and provisions of the Leases.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes as of the date first above written.


Chesapeake Appalachia, L.L.C.
an Oklahoma limited liability company

By: 

Lester Zitkus, Vice President Land

Statoil USA Onshore Properties Inc., as successor
to StatoilHydro USA Onshore Properties Inc.

By: 

M.K. Williams – Land Manager – Onshore Gas 

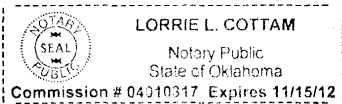
Jan Pest
MARSHALL County 10:11:53 AM
Instrument No 1284079
Date Recorded 04/07/2010
Document Type O&G
Pages Recorded 6
Book-Page 698-410
Recording Fee \$6.00
Additional \$6.00

CORPORATE ACKNOWLEDGMENT

STATE OF Oklahoma)
) SS:
 COUNTY OF Oklahoma)

On this, the 17 day of March, 2010, before me Lorrie L. Cottam, the undersigned officer, personally appeared Lester Zitkus, who acknowledged himself to be the Vice President – Land, Eastern Division of Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company, and that he as such Vice President – Land, Eastern Division, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Vice President – Land, Eastern Division.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



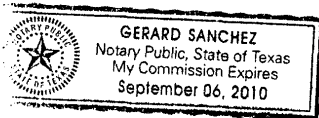
My Commission Expires: 11/15/12
 Signature/Notary Public: Lorrie L. Cottam
 Name/Notary Public (print): Lorrie L. Cottam

CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS)
) SS:
 COUNTY OF HARRIS)

On this, the 30TH day of MARCH, 2010, before me GERARD SANCHEZ, the undersigned officer, personally appeared M.K. Williams, who acknowledged himself to be the Land Manager – Onshore Gas of Statoil USA Onshore Properties Inc., a corporation, and that he as such Land Manager – Onshore Gas, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Land Manager – Onshore Gas.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: 9-6-2010
 Signature/Notary Public: Gerard Sanchez
 Name/Notary Public (print): GERARD SANCHEZ

This document prepared by:
 Chesapeake Appalachia, LLC
 6100 N. Western Avenue
 P.O. Box 18496
 Oklahoma City, OK 73118

Exhibit "A"

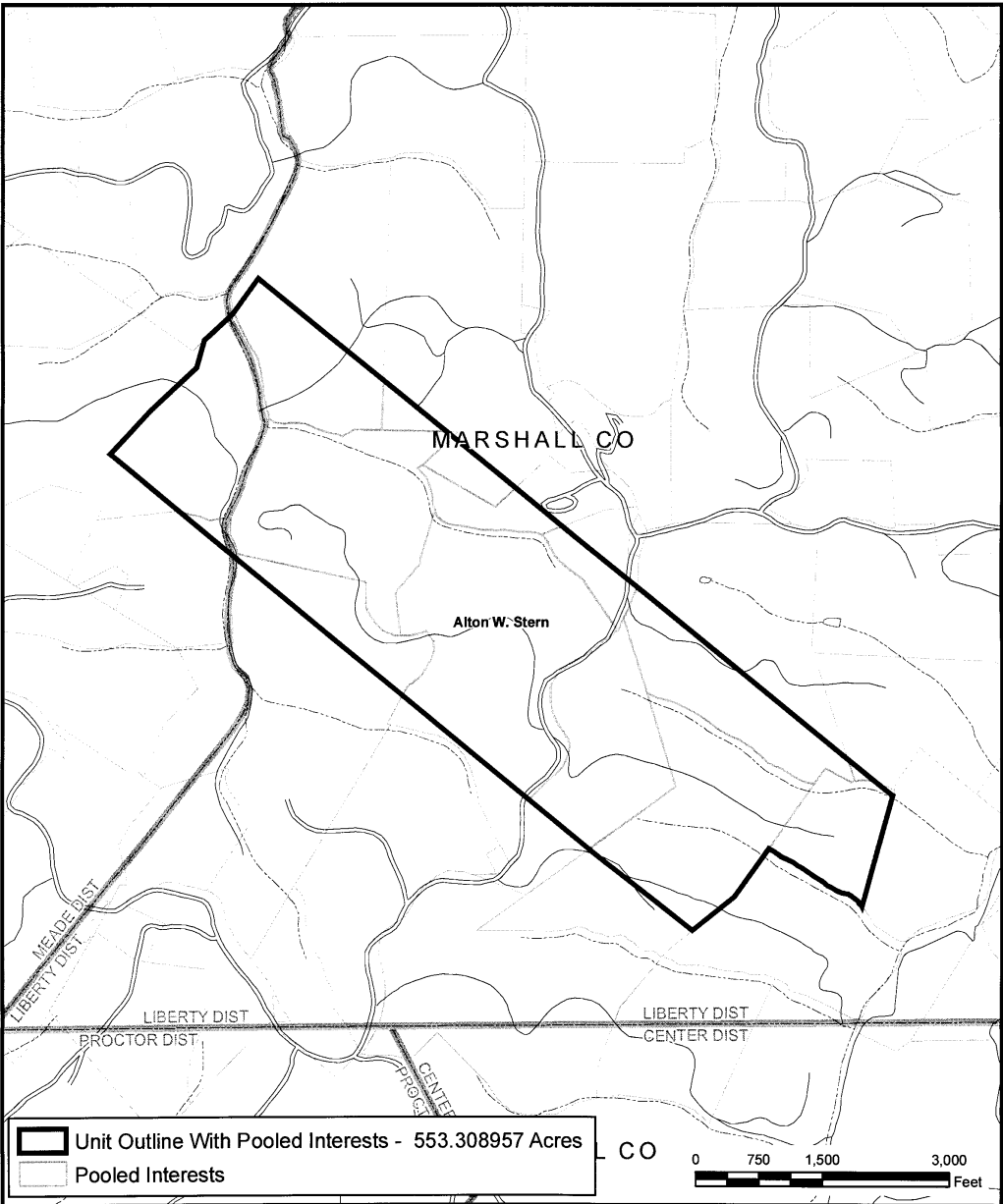
Attached to and made part of that Amended Declaration and Notice of Pooled Unit dated March 17, 2010, but effective as of February 11, 2008, by and between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties Inc., as successor to StatoilHydro USA Onshore Properties Inc.

Alton W. Stern Unit
Marshall County, West Virginia

CHESAPEAKE LEASE NUMBER	LESSOR	LESSEE	LEASE DATE	RECORDING INFO	TAX ID	LEASE ACREAGE	ACREAGE IN UNIT
1-232772-001	MARGARET IMOENE BONAR	CHESAPEAKE APPALACHIA, L.L.C.	07/25/2006	Book 655, Page 398	7-28-12	30.00	3.74208234
1-232772-002	MARY ELNORA YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/28/2006	Book 655, Page 400	7-28-12	30.00	3.74208234
1-232772-003	DORIS I STERN	CHESAPEAKE APPALACHIA, L.L.C.	07/25/2006	Book 655, Page 406	7-28-12	30.00	3.74208234
1-232772-004	ALAN W STERN	CHESAPEAKE APPALACHIA, L.L.C.	11/14/2006	Book 657, Page 276	7-28-12	29.16	7.48416468
1-232772-005	JERRY J CRONE ET UX	CHESAPEAKE APPALACHIA, L.L.C.	11/14/2006	Book 657, Page 273	7-28-12	29.16	3.74208234
1-232772-006	ALTON WARREN STERN ET UX	CHESAPEAKE APPALACHIA, L.L.C.	11/14/2006	Book 657, Page 270	7-28-12	29.16	3.74208234
1-232772-007	DOROTHY I STERN	CHESAPEAKE APPALACHIA, L.L.C.	11/14/2006	Book 657, Page 558	7-28-12	29.16	3.74208234
							29.93658572
1-234837-001	OCAL J MILLER	CHESAPEAKE APPALACHIA, L.L.C.	11/21/2006	Book 657, Page 210	7-18-14	128.62	25.00772621
1-234837-002	MIRIAM M KNOWLES ET VIR	CHESAPEAKE APPALACHIA, L.L.C.	11/18/2006	Book 657, Page 385	7-18-14	128.62	25.00772621
							50.01545241
1-238895-001	WALTER MCDOWELL	CHESAPEAKE APPALACHIA, L.L.C.	04/09/2007	Book 659, Page 385	9-19-26	180.00	11.42263644
1-238895-002	DORIS E PYLES	CHESAPEAKE APPALACHIA, L.L.C.	04/12/2007	Book 659, Page 529	9-19-26	180.00	11.42263644
1-238895-003	MARGARET J MCDOWELL	CHESAPEAKE APPALACHIA, L.L.C.	04/10/2007	Book 659, Page 533	9-19-26	180.00	11.42263644
1-238895-004	DENNIS M MCDOWELL	CHESAPEAKE APPALACHIA, L.L.C.	05/02/2007	Book 660, Page 276	9-19-26	180.00	3.80754548
1-238895-005	RAY L MCDOWELL ET UX	CHESAPEAKE APPALACHIA, L.L.C.	04/13/2007	Book 660, Page 414	9-19-26	180.00	11.42263644
1-238895-006	CHARLOTT S SZARFAN	CHESAPEAKE APPALACHIA, L.L.C.	05/08/2007	Book 660, Page 280	9-19-26	180.00	3.80754548
1-238895-007	RICHARD W MCDOWELL	CHESAPEAKE APPALACHIA, L.L.C.	05/16/2007	Book 660, Page 509	9-19-26	180.00	3.80754548
							57.11518222
1-251353-001	GEORGE H PYLES	CHESAPEAKE APPALACHIA, L.L.C.	03/31/2008	Book 669, Page 19	7-29-4.2	232.29	1.97718522
1-251353-001	GEORGE H PYLES	CHESAPEAKE APPALACHIA, L.L.C.	03/31/2008	Book 669, Page 19	7-29-4.2	232.29	1.97718522
1-251353-001	GEORGE H PYLES	CHESAPEAKE APPALACHIA, L.L.C.	03/31/2008	Book 669, Page 19	7-29-4.2	232.29	0.21675199
1-251353-002	CARLENE K CUNNINGHAM AND JAMIE	CHESAPEAKE APPALACHIA, L.L.C.	07/11/2008	Book 670, Page 635	7-29-4.2	232.29	0.09858526
1-251353-002	CARLENE K CUNNINGHAM AND JAMIE	CHESAPEAKE APPALACHIA, L.L.C.	07/11/2008	Book 670, Page 635	7-29-4.2	232.29	0.36793233
1-251353-002	CARLENE K CUNNINGHAM AND JAMIE	CHESAPEAKE APPALACHIA, L.L.C.	07/11/2008	Book 670, Page 635	7-29-4.2	232.29	0.01087800
1-251353-003	CHARLES E YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/22/2008	Book 671, Page 108	7-29-4.2	232.29	0.00000000
1-251353-003	CHARLES E YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/22/2008	Book 671, Page 108	7-29-4.2	232.29	0.00000000
1-251353-003	CHARLES E YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/22/2008	Book 671, Page 108	7-29-4.2	232.29	0.00000000
1-251353-004	WILLIAM TERRY YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/22/2008	Book 671, Page 105	7-29-4.2	232.29	0.00000000
1-251353-004	WILLIAM TERRY YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/22/2008	Book 671, Page 105	7-29-4.2	232.29	0.00000000
1-251353-005	RUTH ANN YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/22/2008	Book 671, Page 103	7-29-4.2	232.29	0.00000000
1-251353-005	RUTH ANN YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/22/2008	Book 671, Page 102	7-29-4.2	232.29	0.01517646
1-251353-005	RUTH ANN YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/22/2008	Book 671, Page 102	7-29-4.2	232.29	0.00448473
1-251353-006	RONALD O YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/22/2008	Book 671, Page 99	7-29-4.2	232.29	0.00000000
1-251353-006	RONALD O YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/22/2008	Book 671, Page 99	7-29-4.2	232.29	0.00000000
1-251353-006	RONALD O YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/22/2008	Book 671, Page 99	7-29-4.2	232.29	0.00000000
1-251353-007	DAVID PAUL YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/22/2008	Book 671, Page 96	7-29-4.2	232.29	0.00000000
1-251353-007	DAVID PAUL YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/22/2008	Book 671, Page 96	7-29-4.2	232.29	0.00000000
1-251353-007	DAVID PAUL YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/22/2008	Book 671, Page 96	7-29-4.2	232.29	0.00000000
1-251353-008	EMILY KAY RULONG ET VIR	CHESAPEAKE APPALACHIA, L.L.C.	06/30/2008	Book 671, Page 178	7-29-4.2	232.29	0.06858942
1-251353-008	EMILY KAY RULONG ET VIR	CHESAPEAKE APPALACHIA, L.L.C.	06/30/2008	Book 671, Page 178	7-29-4.2	232.29	0.25527466
1-251353-008	EMILY KAY RULONG ET VIR	CHESAPEAKE APPALACHIA, L.L.C.	06/30/2008	Book 671, Page 178	7-29-4.2	232.29	0.00000000
1-251353-009	HELEN JEAN ANDERSON	CHESAPEAKE APPALACHIA, L.L.C.	06/30/2008	Book 671, Page 172	7-29-4.2	232.29	0.06855088
1-251353-009	HELEN JEAN ANDERSON	CHESAPEAKE APPALACHIA, L.L.C.	06/30/2008	Book 671, Page 172	7-29-4.2	232.29	0.25513125
1-251353-009	HELEN JEAN ANDERSON	CHESAPEAKE APPALACHIA, L.L.C.	06/30/2008	Book 671, Page 172	7-29-4.2	232.29	0.00761901
1-251353-010	MARY GRIMES YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/09/2008	Book 671, Page 181	7-29-4.2	232.29	0.06858942
1-251353-010	MARY GRIMES YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/09/2008	Book 671, Page 181	7-29-4.2	232.29	0.25527466
1-251353-010	MARY GRIMES YEATER	CHESAPEAKE APPALACHIA, L.L.C.	07/09/2008	Book 671, Page 181	7-29-4.2	232.29	0.00792329
1-251353-011	JOHN E YEATER ET UX	CHESAPEAKE APPALACHIA, L.L.C.	07/16/2008	Book 671, Page 166	7-29-4.2	232.29	0.09858926
1-251353-011	JOHN E YEATER ET UX	CHESAPEAKE APPALACHIA, L.L.C.	07/16/2008	Book 671, Page 166	7-29-4.2	232.29	0.36793233
1-251353-012	SUSAN Y INCLAN ET VIR	CHESAPEAKE APPALACHIA, L.L.C.	07/16/2008	Book 671, Page 169	7-29-4.2	232.29	0.01098760
1-251353-012	SUSAN Y INCLAN ET VIR	CHESAPEAKE APPALACHIA, L.L.C.	07/16/2008	Book 671, Page 169	7-29-4.2	232.29	0.09858926
1-251353-012	SUSAN Y INCLAN ET VIR	CHESAPEAKE APPALACHIA, L.L.C.	07/16/2008	Book 671, Page 169	7-29-4.2	232.29	0.36793233
1-251353-013	JAMES J YEATER ET UX	CHESAPEAKE APPALACHIA, L.L.C.	07/11/2008	Book 671, Page 175	7-29-4.2	232.29	0.01098760
1-251353-013	JAMES J YEATER ET UX	CHESAPEAKE APPALACHIA, L.L.C.	07/11/2008	Book 671, Page 175	7-29-4.2	232.29	0.06858942
1-251353-013	JAMES J YEATER ET UX	CHESAPEAKE APPALACHIA, L.L.C.	07/11/2008	Book 671, Page 175	7-29-4.2	232.29	0.25527466
1-251353-014	JOAN KNIGHT	CHESAPEAKE APPALACHIA, L.L.C.	07/19/2008	Book 671, Page 176	7-29-4.2	232.29	0.00762329
1-251353-014	JOAN KNIGHT	CHESAPEAKE APPALACHIA, L.L.C.	07/19/2008	Book 671, Page 176	7-29-4.2	232.29	0.06858942
1-251353-014	JOAN KNIGHT	CHESAPEAKE APPALACHIA, L.L.C.	07/19/2008	Book 671, Page 176	7-29-4.2	232.29	0.25527466
1-251353-015	MARY A HUPP ET VIR	CHESAPEAKE APPALACHIA, L.L.C.	08/16/2008	Book 672, Page 69	7-29-4.2	232.29	0.21915199
1-251353-015	MARY A HUPP ET VIR	CHESAPEAKE APPALACHIA, L.L.C.	08/16/2008	Book 672, Page 69	7-29-4.2	232.29	1.97718522
1-251353-015	MARY A HUPP ET VIR	CHESAPEAKE APPALACHIA, L.L.C.	08/16/2008	Book 672, Page 69	7-29-4.2	232.29	7.35864663
1-251353-016	LISA ANN MARQUART ET VIR	CHESAPEAKE APPALACHIA, L.L.C.	07/25/2008	Book 672, Page 335	7-29-4.2	232.29	0.00000000
1-251353-016	LISA ANN MARQUART ET VIR	CHESAPEAKE APPALACHIA, L.L.C.	07/25/2008	Book 672, Page 335	7-29-4.2	232.29	0.00000000
1-251353-016	LISA ANN MARQUART ET VIR	CHESAPEAKE APPALACHIA, L.L.C.	07/25/2008	Book 672, Page 335	7-29-4.2	232.29	0.00000000
1-251353-017	HATHURST COMPANY	CHESAPEAKE APPALACHIA, L.L.C.	10/01/2008	Book 674, Page 60	7-29-4.2	232.29	5.53411804
1-251353-017	HATHURST COMPANY	CHESAPEAKE APPALACHIA, L.L.C.	10/01/2008	Book 674, Page 60	7-29-4.2	232.29	20.59676820
1-251353-017	HATHURST COMPANY	CHESAPEAKE APPALACHIA, L.L.C.	10/01/2008	Book 674, Page 60	7-29-4.2	232.29	80.91392648
							48.14273825
1-243395-000	GEORGE N YOHO	MANUFACTURERS LIGHT AND HEAT CO.	03/08/1962	Book 367, Page 13	7-29-8.1 & 8.3	142.00	112.25078234
1-254426-000	GEORGE N YOHO	MANUFACTURERS LIGHT AND HEAT CO.	03/19/1952	Book 272, Page 210	7-18-13	126.00	12.15351259
1-254878-000	COLUMBIA GAS TRANSMISSION CO	CHESAPEAKE APPALACHIA, L.L.C.	06/05/2007	Book 642, Page 281	9-19-12	54.00	3.11694771
1-254926-000	GEORGE N YOHO	MANUFACTURERS LIGHT AND HEAT CO.	05/31/1954	Book 299, Page 68	7-29-2	28.00	13.30252599
1-254927-000	GEORGE N YOHO	MANUFACTURERS LIGHT AND HEAT CO.	05/31/1954	Book 299, Page 65	7-29-5	140.00	84.03492063
1-254928-000	GEORGE N YOHO	MANUFACTURERS LIGHT AND HEAT CO.	05/31/1954	Book 299, Page 71	7-29-6	54.00	45.07143845
1-254955-000	OKLA J YOHO ET AL	MANUFACTURERS LIGHT AND HEAT CO.	04/01/1965	Book 375, Page 211	7-29-8	122.00	16.25639692
1-254957-000	GEORGE N YOHO	MANUFACTURERS LIGHT AND HEAT CO.	08/30/1955	Book 375, Page 215	7-29-1	44.00	80.91392648
						Total Unit Acreage	553.308957

EXHIBIT "B"

Attached to and made part of the Amended Declaration and Notice of Pooled Unit dated March 17, 2010, but effective February 11, 2008, by and between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties Inc., as successor to StatoilHydro USA Onshore Properties Inc.

**Unit Plat**

**Alton W. Stern Common Pad
Marshall Co., WV**

1 inch = 1,500 feet



X:\GIS\Land\Eastern Division\Central District\UNIT\Stern\Stern DPU.mxd

Date: 03/18/2010
Projection: NAD 1983 UTM Zone 17N

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 17th day of March, 2010, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 7th day of April, 2010 at 10:11 o'clock P.M.

TESTE: Jan Pest Clerk.